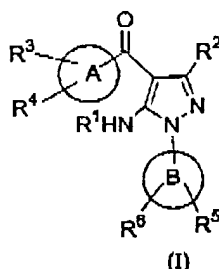


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CLAIM LISTING

1. (Previously presented) A compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R³ is selected from the group consisting of:

- (a) optionally substituted heterocyclyl;
- (b) heteroalkenyl;
- (c) heteroalkynyl;
- (d) optionally substituted heterocyclalkyl;
- (e) optionally substituted heterocyclalkenyl;
- (f) optionally substituted heterocyclalkynyl;
- (g) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;
- (h) optionally substituted heterocyclalkylamino;
- (i) optionally substituted heterocyclalkylcarbonyl;
- (j) -Y-(alkylene)-R⁹ where:

Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and

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R^9 is cyano, optionally substituted heteroaryl, $-\text{COOH}$, $-\text{COR}^{10}$, $-\text{CONR}^{12}\text{R}^{13}$, $-\text{SO}_2\text{R}^{14}$, $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$, where R^{10} is optionally substituted heterocycle, and R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

- (k) $-\text{C}(=\text{NR}^{20})(\text{NR}^{21}\text{R}^{22})$ where R^{20} , R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(\text{CH}_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;
- (l) $-\text{NHC}(\text{X})\text{NR}^{23}\text{R}^{24}$ where X is $-\text{O}-$ or $-\text{S}-$, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (m) $-\text{CONR}^{25}\text{R}^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;
- (n) cycloalkylalkyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (o) arylaminoalkylene or heteroarylaminominoalkylene;
- (p) $\text{Z-alkylene-NR}^{30}\text{R}^{31}$ or $\text{Z-alkylene-OR}^{32}$ where Z is $-\text{O}-$, and R^{30} , R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;
- (q) $-\text{OC}(\text{O})\text{-alkylenc-CO}_2\text{H}$ or $-\text{OC}(\text{O})\text{-NR}'\text{R}''$ (where R' and R'' are independently hydrogen or alkyl);
- (r) heteroarylalkenylene or heteroarylalkynylene; and
- (s) heteroalkylamino;

R^4 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and

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(e) hydroxy;

R^5 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R^6 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Currently Amended) The compound of Claim 1 wherein R^3 is:

- (a) optionally substituted heterocyclalkyl;

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- ~~(h) aryl or heteroaryl optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R^2 (where R^2 is alkyl) or $\text{SO}_2\text{NHR}^2\text{R}^2$ (where R^2 and R^2 are independently hydrogen or alkyl);~~
- (eb) heteroalkenyl;
- (dc) heteroalkylamino;
- (ed) optionally substituted heterocyclalkyl or heterocycloxy;
- (fe) optionally substituted heterocyclalkenyl;
- (gf) optionally substituted heterocyclalkynyl;
- (hg) optionally substituted heterocyclalkoxy;
- (ih) optionally substituted heterocyclalkylamino;
- (ji) optionally substituted heterocyclalkylcarbonyl;
- (kl)-Y-(alkylene)- R^9 where Y is a single bond -O- or -NH- and R^9 is optionally substituted heteroaryl, $-\text{CONR}^{12}\text{R}^{13}$, SO_2R^{14} , $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl,
- (lm) cycloalkylalkyl, and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (mn) arylaminoalkylene or heteroarylaminoalkylene; or
- (no) Z-alkylene- $\text{NR}^{30}\text{R}^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

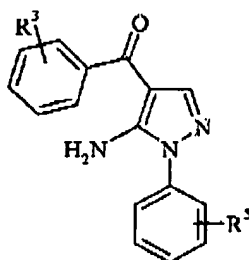
3. (Original) The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.
4. (Original) The compound of Claim 3 wherein A is phenyl.
5. (Original) The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

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6. (Original) The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.
7. (Canceled)
8. (Canceled)
9. (Currently Amended) The compound of Claim 86, wherein R^3 is at the 3-position.
10. (Original) The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.
11. (Original) The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.
- 12-15. (Canceled)
16. (Previously presented) A compound selected from the group of compounds represented by the Formula:



wherein:

R^5 is halo or alkyl; and

R^3 is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;

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- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or
- (f) Z-alkylene-NR³⁰R³¹ where Z is -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl;
- (g) pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

17-21. (Canceled)

22. (Previously Presented) The compound of Claim 16, wherein R³ is heteroalkylamino.

23. (Previously presented) The compound of Claim 22, wherein R³ is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

24. (Canceled)

25. (Original) The compound of Claim 16, wherein R³ is optionally substituted heterocyclalkyl, optionally substituted heterocyclalkoxy or optionally substituted heterocyclalkylamino.

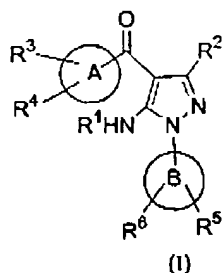
26. (Original) The compound of Claim 25, wherein R³ is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-

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oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

27. (Canceled)
28. (Original) The compound of Claim 16 wherein R^3 is $-Y-(alkylene)-R^9$ where Y is a single bond, $-O-$ or $-NH-$ and R^9 is optionally substituted heteroaryl, $-\text{CONR}^{12}\text{R}^{13}$, SO_2R^{14} , $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.
29. (Original) The compound of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$.
30. (Original) The compound of Claim 29 wherein R^3 is methylsulfonyl ethyl or sulfamoyl ethyl.
31. (Canceled)
32. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.
- 33-38. (Canceled)
39. (Previously presented) A compound selected from the group of compounds represented by Formula (I):

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wherein:

A and B are simultaneously an aryl or a heteroaryl ring;

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

R³ is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or
- (f) Z-alkylene-NR³⁰R³¹ where Z is -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, or alkyl;
- (g) pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl;

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and

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(e) hydroxy;

R^5 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R^6 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

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